

Exhibit 1

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

DiAnn Lyons, individually and on behalf of
all others similarly situated,

Plaintiff,

v.

MMC Group, LP, C.D. Mitchell & Co., and
Mir Mitchell & Company, LLP,

Defendants.

CASE NO.: 4:12-cv-02506

JUDGE NANCY F. ATLAS

DECLARATION OF DIANN LYONS

1. I am a Plaintiff in this lawsuit against Defendants MMC Group, LP, C.D. Mitchell & Company, and Mir Mitchell & Company, LLP ("Defendants"). I am over the age of 18 and am competent to testify about the matters set forth in this declaration.

2. I was employed by Defendants as an asset servicing professional from approximately November 2008 to April 2010.

3. As an asset servicing professional, I worked on projects to assist the Federal Deposit Insurance Corporation with bank closings, receivership assistance, and related services.

4. During my employment with Defendants, I worked as an asset servicing professional at Defendants' worksite at Franklin Bank in Houston, Texas.

5. When I was hired by Defendants, I received an offer letter which stated that I would be paid an hourly rate.

6. Throughout my employment as an asset servicing professional, I routinely worked over forty hours per week.

7. The company classified me as an "exempt" employee, but paid me an hourly rate for all my work hours, including overtime. In other words, I was paid only "straight time" for my overtime hours.

8. I was required to record my work hours, which were then submitted to company personnel.

9. I did not receive a guaranteed weekly minimum payment. I was paid only for the hours I worked. My pay fluctuated depending on the number of hours I worked each week.

10. I was required to adhere to company guidelines regarding travel, reimbursements, expenses and other employment policies that I received from Defendants.

11. During my employment, I worked alongside other asset managers, asset servicing professionals, and other similarly titled employees. Based on my personal observations and experiences while working for Defendants, I am informed and believe that during my employment with Defendants, all asset managers, asset servicing professionals, and other similarly titled employees companywide also frequently worked overtime and were paid according to the same compensation method of paying an hourly rate plus "straight time" for their overtime hours.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the statements above are true and correct.

11/11/12
Date

DiAnn Lyons
DiAnn Lyons